

AMENDED AND RESTATED BYLAWS

OF

NATIONAL RAILROAD PASSENGER CORPORATION

a District of Columbia Corporation

(Adopted September 25, 2024)

## TABLE OF CONTENTS

(This Table of Contents is not a part of the Bylaws.)

|             |  | <u>Page</u> |
|-------------|--|-------------|
| ARTICLE I   | General Provisions                                 |             |
|             | Section 1.01. Rules of Construction.               | 1           |
| ARTICLE II  | Offices  |             |
|             | Section 2.01. Registered Office.                   | 1           |
|             | Section 2.02. Other Offices.                       | 1           |
| ARTICLE III | Shareholders                                       |             |
|             | Section 3.01. Place of Meetings.                   | 2           |
|             | Section 3.02. Notice of Meetings.                  | 2           |
|             | Section 3.03. Special Meetings.                    | 3           |
|             | Section 3.04. Adjournments.                        | 3           |
|             | Section 3.05. Waiver of Notice.                    | 3           |
|             | Section 3.06. Quorum.                              | 4           |
|             | Section 3.07. Organization.                        | 4           |
|             | Section 3.08. Conduct of the Meeting.              | 5           |
|             | Section 3.09. Voting List; Proxies; Voting.        | 5           |
|             | Section 3.10. Inspectors of Votes.                 | 7           |
| ARTICLE IV  | Board of Directors                                 |             |
|             | Section 4.01. General Powers.                      | 8           |
|             | Section 4.02. Number and Term of Office.           | 8           |
|             | Section 4.03. Organization of Directors' Meetings. | 9           |

|            |               |   |    |
|------------|---------------|---|----|
|            | Section 4.04. | Resignations.                                     | 9  |
|            | Section 4.05. | Regular Meetings.                                 | 10 |
|            | Section 4.06. | Special Meetings.                                 | 10 |
|            | Section 4.07. | Conference Telephone Meetings.                    | 11 |
|            | Section 4.08. | Quorum, Manner of Acting and<br>Adjournment.      | 11 |
|            | Section 4.09. | Filling Vacancies on Board.                       | 11 |
|            | Section 4.10. | Compensation.                                     | 11 |
|            | Section 4.11. | Outside Interests.                                | 12 |
|            | Section 4.12. | Unanimous Written Consent.                        | 13 |
|            | Section 4.13. | Chairperson and Vice<br>Chairperson of the Board. | 13 |
|            | Section 4.14. | Appointment of Independent<br>Public Accountants. | 14 |
| ARTICLE V  | Committees    |   |    |
|            | Section 5.01. | Executive Committee.                              | 14 |
|            | Section 5.02. | Committees in General.                            | 14 |
|            | Section 5.03. | Committee Procedure.                              | 15 |
| ARTICLE VI | Officers      |   |    |
|            | Section 6.01. | Officers.   | 16 |
|            | Section 6.02. | Term of Office and Qualifications.                | 16 |
|            | Section 6.03. | Removal.  | 17 |
|            | Section 6.04. | Resignation.                                      | 17 |
|            | Section 6.05. | Vacancies.  | 18 |
|            | Section 6.06. | The Chief Executive Officer.                      | 18 |
|            | Section 6.07. | The President.                                    | 18 |

|              |                               |                              |    |
|--------------|-------------------------------|------------------------------|----|
|              | Section 6.08.                 | Vice Presidents.             | 18 |
|              | Section 6.09.                 | The Secretary.               | 19 |
|              | Section 6.10.                 | The Chief Financial Officer. | 19 |
|              | Section 6.11.                 | The Treasurer.               | 20 |
|              | Section 6.12.                 | The Controller.              | 20 |
|              | Section 6.13.                 | Compensation.                | 21 |
| ARTICLE VII  | Shares and Their Transfer     |                              |    |
|              | Section 7.01.                 | Certificates for Shares.     | 21 |
|              | Section 7.02.                 | Transfer of Stock.           | 22 |
|              | Section 7.03.                 | Substituted Certificates.    | 22 |
|              | Section 7.04.                 | Regulations.                 | 23 |
|              | Section 7.05.                 | Record Dates.                | 23 |
| ARTICLE VIII | Miscellaneous                 |                              |    |
|              | Section 8.01.                 | Seal.                        | 24 |
|              | Section 8.02.                 | Subject to Law.              | 24 |
| ARTICLE IX   | Indemnification and Insurance |                              |    |
|              | Section 9.01.                 | Indemnification.             | 24 |
|              | Section 9.02.                 | Liability Insurance.         | 31 |
|              | Section 9.03.                 | Indemnification Agreements.  | 31 |
| ARTICLE X    | Amendment of Bylaws           |                              |    |
|              | Section 10.01.                | Amendment of Bylaws.         | 32 |

AMENDED AND RESTATED BYLAWS  
OF  
NATIONAL RAILROAD PASSENGER CORPORATION

ARTICLE I

General Provisions

Section 1.01. Rules of Construction.

For the purposes of these Bylaws, words importing the masculine gender include the feminine or other apposite gender identification as well.

The word “person” includes, without limitation, individuals, corporations, limited liability companies, associations, trusts, firms, partnerships, and other legal or commercial entities as well as governments and any subdivisions, agencies and instrumentalities thereof.

ARTICLE II

Offices

Section 2.01. Registered Office.

The registered office of the National Railroad Passenger Corporation (the “Corporation”) shall be in the District of Columbia.

Section 2.02. Other Offices.

The Corporation may also have offices at such other places, either within or outside the District of Columbia, as the Board of Directors (the “Board”) may from time to time authorize.

ARTICLE III

Shareholders

Section 3.01. Place of Meetings.

Meetings of the shareholders shall be held at the Corporation’s principal office in the District of Columbia or at such other place within or outside the District of Columbia as may be determined by the Board.

### Section 3.02. Notice of Meetings.

Except as otherwise provided herein, notice of each meeting of shareholders shall be given to each shareholder of record entitled to vote at such meeting. Except as otherwise required by applicable law, notice of any meeting shall be effective (i) upon deposit in the United States mail or with a commercial delivery service, if the postage or delivery charge is paid and the notice is correctly addressed to the shareholder's address shown on the corporation's current record of shareholders; (ii) when given if delivered personally, (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested; or (iv) when transmitted, if sent by electronic communication in a manner permitted by the District of Columbia Business Corporation Act (the "Act"). Except as otherwise required by law, such notice shall be given not less than ten days and not more than sixty days before the day on which the meeting is to be held. Every such notice shall state the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes of the special meeting.

### Section 3.03. Special Meetings.

Special meetings of the shareholders may be called by the Board, the Chairperson of the Board, the Chief Executive Officer, the Secretary of the Corporation (the "Secretary"), or the holders of not less than one-tenth (10%) of all of the shares of the Corporation outstanding and entitled to vote at such meeting. Except as otherwise required by law, upon request in writing delivered either in person or by registered mail to the Chief Executive Officer or the Secretary by any person or persons entitled to call a special meeting of shareholders, such Officer shall cause to be given, to the shareholders entitled thereto, notice of the special meeting to be held not less than ten nor more than sixty days after the receipt of such request, as such Officer shall fix.

### Section 3.04. Adjournments.

Any meeting of shareholders may be adjourned from time to time by the chairperson of the meeting or by a majority of the votes of the shareholders present in person or represented by proxy at the meeting and entitled to vote thereat, whether or not a quorum be present. If a meeting is adjourned, notice need not be given if the new date, time or place of such meeting is announced at the meeting before adjournment is taken, unless a new record date for the adjourned meeting has been fixed.

### Section 3.05. Waiver of Notice.

Attendance by a shareholder, in person or by proxy, at any meeting of which such shareholder is entitled to notice shall constitute a waiver by such shareholder of (i) lack of notice or defective notice of such meeting, unless the shareholder, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting, and (ii) consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the shareholder objects to considering the matter when it is presented. A written waiver of notice of any meeting signed by a

shareholder entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice to such shareholder.

#### Section 3.06. Quorum.

The presence, in person or by proxy, of the holders of a majority of the outstanding shares of the Corporation entitled to vote on a matter shall be necessary to, and shall constitute, a quorum for such matter at any meeting of shareholders. Once a share is represented for any purpose at a meeting, it shall be deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is or must be set for such adjourned meeting.

#### Section 3.07. Organization.

At each meeting of the shareholders, a chairperson shall preside. The Chairperson of the Board or, in his or her absence, the Vice Chairperson of the Board or, in the absence of the Chairperson of the Board and the Vice Chairperson of the Board, a person chosen by the Board or, in the absence of the Chairperson of the Board, the Vice Chairperson of the Board, and a person chosen by the Board, a person chosen by a majority of the votes of the shareholders present in person or represented by proxy at the meeting and entitled to vote thereat, shall act as chairperson of such meeting. The Secretary, or in his or her absence, an Assistant Secretary, shall act as secretary at all meetings of the shareholders. In the absence from any such meeting of the Secretary and all of the Assistant Secretaries, the chairperson of the meeting may appoint any person to act as secretary of the meeting.

#### Section 3.08. Conduct of the Meeting.

The Board may adopt by resolution such rules, regulations and procedures for the conduct of any annual or special meeting of shareholders as the Board shall deem appropriate. Except to the extent inconsistent with such rules, regulations and procedures as adopted by the Board, the chairperson of any annual or special meeting of shareholders shall have the right, power and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such person, are appropriate for the proper conduct of the meeting of shareholders, including establishing an agenda and order of business for such meeting and the authority to recess or adjourn such meeting. The chairperson of the meeting shall announce at the meeting when the polls close for each matter voted upon. If no announcement is made, the polls shall be deemed to have closed upon the final adjournment of the meeting. After the polls close, no ballots, proxies, or votes, or any revocations or changes thereto, shall be accepted.

### Section 3.09. Voting List; Proxies; Voting.

(a) After fixing a record date for a meeting of shareholders, the Corporation shall make, or cause to be made, a complete alphabetical list of the names of the shareholders entitled to notice of the meeting arranged as to each class of stock with the address of and the number of shares held by each. Such list shall be kept on file at the principal office of the Corporation or at a place identified in the meeting notice in the city where the meeting will be held, and shall be subject to inspection, for any proper purpose, at any time during usual business hours, by any shareholder entitled to vote beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting and any adjournment.

(b) Any shareholder may vote either in person or by proxy, provided that a proxy shall not be valid if granted to a person who under applicable law may not own shares of the class covered by such proxy. A proxy may authorize the casting of votes in any manner authorized by the Articles of Incorporation, as the holder of such proxy may determine in his or her discretion, or may require that such votes be cast in a particular manner. A shareholder, or the shareholder's agent or attorney-in-fact, may appoint a proxy to vote or otherwise act for the shareholder by signing an appointment form or by an electronic transmission. An electronic transmission shall contain or be accompanied by information from which one can determine that the shareholder, the shareholder's agent, or the shareholder's attorney-in-fact authorized the transmission. An appointment of a proxy shall be effective when a signed appointment form or an electronic transmission of an appointment is received by the inspector of election or the Officer or agent of the Corporation authorized to tabulate votes. No proxy shall be valid after eleven months from the date of its execution, unless a longer period is expressly provided therein. Every proxy shall be revocable at the pleasure of the person executing it or his or her personal representatives or assigns unless the appointment form or electronic transmission states that it is irrevocable and the appointment is coupled with an interest.

(c) Upon the demand of any shareholder, the vote upon any matter shall be by ballot. On a vote by ballot, each ballot shall be signed by the shareholder voting or by the holder of his or her proxy, and shall state the class and number of shares voted. At all meetings of the shareholders, all matters properly submitted to the shareholders (except matters the manner of deciding which is especially regulated by law, the Articles of Incorporation or these Bylaws) shall be decided by a majority of the votes of the shareholders of the Corporation present in person or represented by proxy and entitled to vote at such meeting. Shares owned by the Corporation shall not be voted, directly or indirectly, and shall not be counted in determining the existence of a quorum or in determining the total number of outstanding shares for voting purposes.

### Section 3.10. Inspectors of Votes.

The Corporation may appoint one or more Inspectors to act at any meeting of shareholders and at any adjournment or adjournments thereof. If such Inspectors are not so appointed, the chairperson of any such meeting may, in his or her discretion,



make such appointments. An Inspector may be an officer or employee of the Corporation and is not required to be a shareholder.

In case any person appointed as such Inspector shall fail or refuse to act, the vacancy may be filled by appointment made by the Board in advance of the meeting; or if not so filled, such vacancy may be filled at the meeting by the chairperson thereof.

The decision, act or certificate of a majority of the Inspectors shall be effective in all respects as the decision, act or certificate of all.

The Inspectors, or if no Inspectors are appointed, the secretary of the meeting, shall ascertain the number of shares outstanding, the voting power of each, the shares represented at the meeting, the existence of a quorum, the validity of proxies and ballots; receive votes, ballots, assents or consents; hear and determine all challenges and questions in any way arising in connection with the vote; count and tabulate all votes, assents and consents; determine and announce the result of the voting; and do such other acts as shall be proper to conduct the election or vote with strict impartiality. On request, the Inspectors, or the secretary of the meeting, as the case may be, shall make a report in writing of any challenge, question or matter determined by them and shall make and execute a certificate of any fact found by them. The certificate of the Inspectors, or the secretary of the meeting, as the case may be, shall be prima facie evidence of the facts stated therein and of the vote as certified.

## ARTICLE IV

### Board of Directors

#### Section 4.01. General Powers.

All corporate powers of the Corporation shall be exercised by or under the authority of the Board, and the business and affairs of the Corporation shall be managed by or under the direction, and subject to the oversight, of the Board.

#### Section 4.02. Number and Term of Office.

The Board shall consist of a fixed number of persons specified for the Board in 49 U.S.C. § 24302, as amended or superseded by successor statutory provisions from time to time, according to the method of appointment or selection and for the term of office set forth in the applicable statute(s). Directors appointed pursuant to the Passenger Rail Investment and Improvement Act of 2008 ("PRIIA") or any subsequent authorizing statute that provides for, or does not repeal, the right to holdover of such directors allowed by PRIIA shall serve such terms as may be fixed by law and may continue to serve until their successors are duly elected and qualified. Directors appointed pursuant to any federal statute that does not provide for the holdover of such directors upon the expiration of their terms shall serve until such expiration.

#### Section 4.03. Organization of Directors' Meetings.

At all meetings of the Board, the Chairperson of the Board, or, in his or her absence, the Vice Chairperson of the Board, or in the absence of the Chairperson of the Board and the Vice Chairperson of the Board, a chairperson chosen by a majority of the Directors present who are eligible to vote shall act as chairperson of such meeting and preside thereat. The Secretary, or in his or her absence, an Assistant Secretary, shall act as secretary at all meetings of the Board. In the absence from any such meeting of the Secretary and all the Assistant Secretaries, the Chairperson or the Board may appoint any person to act as secretary of the meeting.

#### Section 4.04. Resignations.

Any Director of the Corporation may resign at any time by delivering a written resignation to the Board, the Chairperson of the Board or the Secretary. Such resignation shall take effect at the time it is delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events. The acceptance of such resignation shall not be necessary to make it effective.

#### Section 4.05. Regular Meetings.

Regular meetings of the Board shall be held within the District of Columbia or elsewhere at such regular intervals as may be fixed by resolution adopted by a majority of the number of Directors then in office who are eligible to vote. Notice of each regularly scheduled meeting shall not be required to be given as long as the meeting is held on the dates specified in the meeting resolution.

#### Section 4.06. Special Meetings.

Special meetings of the Board shall be held whenever called by the Chairperson of the Board, the Chief Executive Officer or any two of the Directors. Notice of each such meeting shall be sent by any means allowed by law to each Director at his or her address appearing on the books of the Corporation or supplied by him or her to the Corporation for the purpose of notice at least two days before the day on which the meeting is to be held, except that a notice sent by facsimile or email, receipt confirmed, or delivered to him or her personally or by recognized overnight courier must be delivered not later than the day before the day on which the meeting is to be held. Every such notice shall specify the place, date and time of the meeting. A waiver of notice of any meeting in writing signed by the Director entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance or participation of a Director at any meeting shall constitute a waiver by such Director of notice of such meeting unless the Director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

#### Section 4.07. Conference Telephone Meetings.

Any or all Directors may participate in any meeting of the Board or a Committee of the Board by means of conference telephone or other means of communication by which all persons participating in the meeting may simultaneously hear one another during the meeting, and such participation shall constitute presence in person at the meeting.

#### Section 4.08. Quorum, Manner of Acting and Adjournment.

A majority of the Directors serving who are eligible to vote shall constitute a quorum for the purpose of conducting the business of the Board. Except as otherwise specifically provided by statute, the Articles of Incorporation or these Bylaws, the acts of a majority of the Directors who are eligible to vote and are present at a meeting at which a quorum exists shall be the acts of the Board. A majority of the Directors who are eligible to vote and are present at any meeting may adjourn the meeting from time to time. Each Director who is eligible to vote shall be entitled to one vote.

#### Section 4.09. Filling Vacancies on Board.

A vacancy on the Board shall be filled in the same manner as the original selection of such Director under 49 U.S.C. § 24302(a)(1) or any successor provision.

#### Section 4.10. Compensation.

Each of the Directors, other than any employed by the Federal Government or the Corporation itself, shall receive compensation at the rate specified from time to time by the Board by resolution for time spent engaged in the performance of duties. In addition, each Director shall be reimbursed for necessary business travel and subsistence expenses incurred in attending meetings of the Board or of a duly constituted committee of the Board, Board trips to inspect the facilities and services of the Corporation or in representing the Corporation as requested by the Chairperson. Each Director shall also be reimbursed for secretarial or professional staff support which is reasonably required, in accordance with policies established by the Board.

#### Section 4.11. Outside Interests.

The Board shall from time to time adopt such policies, rules and procedures as deemed necessary or appropriate with respect to conflicting interest transactions, business opportunities, and disclosure of other actual or potential conflicts of interests (including a material financial interest in any entity in which the Corporation does or contemplates doing business) applicable to Directors, Officers and employees. Such policies, rules and procedures may include, without limitation, procedures providing for the disclosure of material financial interests of Directors, Officers and employees and any related persons and procedures for the disclosure and approval of conflicting

interest transactions and the disclosure and/or disclaimer of business opportunities. Notwithstanding the foregoing, nothing in these Bylaws or in any such policy, rule or procedure shall affect the applicability of Section 29-306.70 et seq. or Section 29-306.80 of the Act.

#### Section 4.12. Unanimous Written Consent.

Any action required or permitted to be taken at a meeting of the Board, or the action of any committee of the Board, may be taken without a meeting if each director or committee member who is eligible to vote, as the case may be, signs a consent describing the action to be taken and delivers it to the Corporation. The consents shall be filed with the minutes of proceedings of the Board or committee.

#### Section 4.13. Chairperson and Vice Chairperson of the Board.

(a) The Board shall elect annually from among its members, other than the Chief Executive Officer, a Chairperson of the Board. The Chairperson shall serve in such capacity at the pleasure of the Board or until a successor has been duly elected and qualified, or until he shall resign or otherwise vacate the office or Board membership. The Chairperson shall, if present, preside at all meetings of the Board. The Chairperson shall advise and consult with the other members of the Board on matters of policy. In addition, the Chairperson shall carry out all functions required of her/him by these Bylaws and shall perform such other duties as from time to time may be assigned to her/him by the Board.

(b) The Board shall elect annually from among its members, other than the Chief Executive Officer, a Vice Chairperson of the Board. The Vice Chairperson of the Board shall serve in such capacity at the pleasure of the Board, or until his or her successor has been duly elected and qualified, or until he shall resign or otherwise vacate his or her office or Board membership. In the absence of the Chairperson of the Board, the Vice Chairperson shall act in all respects in the stead of the Chairperson during such absence. In addition, the Vice Chairperson shall carry out all functions required of him or her by these Bylaws and shall perform such other duties as from time to time may be assigned to him or her by the Board.

#### Section 4.14. Appointment of Independent Public Accountants.

Once each year on such day as shall be determined by the Board, the Board, after receiving a recommendation from the Audit Committee or other appropriate committee if one has been duly appointed, shall appoint independent public accountants for the purpose of auditing and certifying the annual financial statements of the Corporation for its current fiscal year.

## ARTICLE V

### Committees

#### Section 5.01. Executive Committee.

The Board, by resolution adopted by a majority of the Directors then in office who are eligible to vote may designate two or more Directors to constitute an Executive Committee, to have and exercise, consistent with applicable law, all of the authority of the Board in the management of the business and affairs of the Corporation. As long as there is a sitting Secretary of Transportation who by law is a member of the Board, then one of the members of the Executive Committee shall be the Secretary of Transportation or his or her designee. The Executive Committee may authorize the seal of the Corporation to be affixed to all papers which may require it.

#### Section 5.02. Committees in General.

The Board may create such other committees and appoint members to serve on such committees as it may deem appropriate to perform such functions as the Board may designate. Each such committee shall consist of not less than three Directors then in office.

#### Section 5.03. Committee Procedure.

The Board shall designate one member of each committee to act as its chairperson. Each member of any committee shall continue to be a member of that committee only at the pleasure of the Board. Except as otherwise provided by the Board, a majority in number of Directors who are members of a committee shall constitute a quorum thereof, and the act of a majority of those Directors present at a meeting at which a quorum is present shall be the act of the committee.

Meetings of each committee may be called by the chairperson of the committee and shall be called by the Secretary at the request of the Chief Executive Officer, chairperson of the committee, the Chairperson of the Board or any two members of the committee. Notice of committee meetings shall be sent by any means allowed by law to each member at his or her address appearing on the books of the Corporation or supplied by him or her to the Corporation for the purpose of notice, at least two days before the day on which the meeting is to be held, except that a notice sent by facsimile or email, receipt confirmed, or delivered to him or her personally or by recognized overnight courier must be delivered not later than the day before the day at which the meeting is to be held. Each such notice shall specify the place, date and time of the meeting but need not specify the business to be transacted or the purpose of the meeting. A waiver of notice of any meeting in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Attendance of a member at any committee meeting shall constitute a waiver by her/him of notice of such meeting unless the member at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Whenever a meeting of a committee shall be adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat otherwise than by announcement at the meeting at which such adjournment is taken.

Minutes of meetings of committees shall be kept, and all action taken by committees shall be reported to the Board at its next meeting. Each committee shall also render such other reports as the Board may request.

## ARTICLE VI

### Officers

#### Section 6.01. Officers.

Unless otherwise determined by the Board, the Officers of the Corporation shall be a Chief Executive Officer, a President, Executive Vice Presidents, a Secretary, a Chief Financial Officer, a Treasurer and a Controller. (Management may create other Vice President positions, including Senior Vice President and Assistant Vice President positions but none is an Officer of the Corporation absent election and designation as an Officer by the Board.) The Board may elect such other Officers, including assistant Officers, as it may deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine.

#### Section 6.02. Term of Office and Qualifications.

Each Officer shall hold his or her office until his or her successor shall have been duly elected and qualified in his stead or until he shall resign or shall have been removed in the manner hereinafter provided. No individual other than a citizen of the United States shall be an Officer of the Corporation. No Officer may have any employment or financial relationship with any rail carrier during the time of his or her employment by the Corporation, except that the holding of securities issued by a rail carrier shall not be deemed to be violative of this prohibition, provided that the Officer who holds such securities recuses himself or herself from any decisions which bear directly on such rail carrier and makes full public disclosure of such holdings. Each Officer who holds rail carrier securities shall, upon notice to the Chief Executive Officer and other Officers, delegate to another Officer the responsibility for exercising powers of his or her office in connection with any matter bearing directly on rail carriers whose securities he holds. Any two or more offices may be held by the same person.

#### Section 6.03. Removal.

Any Officer of the Corporation may be removed by the affirmative vote of a majority of the Directors then in office who are eligible to vote. The Board shall consult with the Chief Executive Officer to receive his or her recommendation with respect to the proposed removal of Officers other than the Chief Executive Officer. In addition, any Officer of the Corporation may be removed by the Chief Executive Officer, whenever in the Chief Executive Officer's judgment the best interests of the Corporation will be served by the removal of the Officer, after consultation with the Board (or after consultation with the appropriate committee if a meeting of the full Board cannot reasonably be convened promptly enough to consider the proposed removal).

#### Section 6.04. Resignation.

Any Officer may resign at any time by delivering written notice to the Corporation. Such resignation shall take effect when the notice is delivered, unless the notice specifies a later effective time. The acceptance of such a resignation shall not be necessary to make it effective.

#### Section 6.05. Vacancies.

Any vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by the Board at any regular or special meeting thereof.

#### Section 6.06. The Chief Executive Officer.

The Chief Executive Officer shall be the senior executive officer of the Corporation and serve as the non-voting member of the Board of Directors. The Chief Executive Officer shall have general supervision of the affairs of the Corporation, subject to the policies and direction of the Board, and shall supervise and direct all Officers and employees of the Corporation, but may delegate in his or her discretion any of his or her powers to any Officer or such other executives as he may designate.

The Chief Executive Officer shall perform such other duties as the Board may from time to time assign to him or her.

In the order designated by the Chief Executive Officer, the President and/or Vice Presidents shall, in the absence of the Chief Executive Officer, perform his or her duties as Chief Executive Officer.

#### Section 6.07. President.

The President shall report to the Chief Executive Officer and shall have such title and powers and perform such duties as from time to time may be assigned to him or her by the Board or the Chief Executive Officer. The Board may exercise its discretion to designate the Chief Executive Officer also to serve as the President.

#### Section 6.08. Executive Vice Presidents.

Each Executive Vice President shall have such title and powers and perform such duties as from time to time may be assigned to her/him by the Board, the Chief Executive Officer or the President.

#### Section 6.09. The Secretary.

The Secretary shall:

- (a) see that all notices are duly given in accordance with applicable law and these Bylaws;
- (b) be custodian of the seal of the Corporation and affix such seal to all documents the execution of which, on behalf of the Corporation under its seal, is authorized by the Board or the Executive Committee, if any, or by any Officer or agent of the Corporation to whom power to authorize the affixing of such seal shall have been delegated;
- (c) keep, or cause to be kept, in books provided for the purpose, minutes of the meetings of the shareholders, of the Board, and each committee of the Board;
- (d) keep or cause to be kept registers or other appropriate records of the shareholders of all classes of stock;
- (e) see that the books, reports, statements, certificates, voting lists and all other documents and records required by law are properly kept and filed;
- (f) sign such instruments as require the signature of the Secretary; and,
- (g) in general, perform all the duties incident to the office of the Secretary and such other duties as from time to time may be assigned to her/him by the Board.

#### Section 6.10. The Chief Financial Officer.

The Chief Financial Officer shall have supervisory authority for all financial affairs of the Corporation. The Treasurer and the Controller shall report to the Chief Financial Officer. The Chief Financial Officer shall perform all duties incident to the office of the Chief Financial Officer and such other duties as from time to time may be assigned to her/him by the Board.

#### Section 6.11. The Treasurer.

The Treasurer shall be responsible for all receipts and disbursements of the Corporation and the custodianship of the Corporation's funds. He or she shall have full authority, directly or by his or her delegation to selected Officers or other employees, to receive and give receipts for all monies due and payable to the Corporation from any source whatever, and to endorse checks, drafts, and warrants in its name and on its behalf. He or she shall be responsible for depositing the funds of the Corporation in its name in such depositories as may be designated by him or her, shall sign or delegate the signing of all checks, notes and drafts and shall be charged with the general



establishment of the Corporation's policies and procedures relating to short-term financing, cash management, credits and collections and insurance.

The Treasurer shall perform such other duties as from time to time may be assigned to him or her by the Board.

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such sureties as the Board shall determine.

#### Section 6.12. The Controller.

The Controller shall be the chief accounting officer of the Corporation and shall arrange for the keeping of adequate records of all assets, liabilities and transactions of the Corporation.

#### Section 6.13. Compensation.

The compensation of the Officers shall be fixed from time to time by the Board. Except with the prior approval of the Board, and consistent with the Corporation's conflict of interest policy then in effect, no Officer of the Corporation shall receive any salary from any source other than the Corporation during his or her period of employment by the Corporation.

## ARTICLE VII

### Shares and Their Transfer

#### Section 7.01. Certificates for Shares.

Shares of stock of the Corporation shall be represented by certificates for shares in such form as the Board may from time to time prescribe. No certificate representing any share shall be issued until such share is fully paid. Each certificate shall state on its face the name of the Corporation and that the Corporation is organized under the laws of the District of Columbia, the name of the person to which it is issued and the number and class of shares and the designation of the series, if any, the certificate represents. No certificate for shares of stock of the Corporation shall be valid unless it shall have been signed by the Chief Executive Officer, the President or a Vice President and by the Secretary or an Assistant Secretary and shall have been impressed with the corporate seal; provided, however, that to the extent permitted by law, the signatures of such Officers or any of them and such corporate seal may be a facsimile.

#### Section 7.02. Transfer of Stock.

Except as otherwise provided by law, transfer of shares of stock of the Corporation shall be made on the books of the Corporation only by the holder thereof, or by his or her attorney thereunto authorized by a duly executed power of attorney, and on surrender of the certificate or certificates for such shares properly endorsed and the payment of all taxes on the transfer thereof. The Corporation shall have the right to treat the person whose name is registered upon its books as the holder of any shares of its stock as the absolute owner of such shares, and, except as otherwise provided in these Bylaws, such person shall have the exclusive right to vote and to receive dividends thereon.

#### Section 7.03. Substituted Certificates.

Any person claiming a certificate for shares alleged to have been lost, stolen or destroyed shall make an affidavit or affirmation of that fact, shall give the Corporation and its registrar or registrars and its transfer agent or agents a bond of indemnity satisfactory to the Board or to the Executive Committee or to the Chief Executive Officer, the President or a Vice President and the Secretary or the Treasurer, and, if required by the Board or the Executive Committee or such Officers, shall advertise the same in such manner as may be required, whereupon a new certificate may be executed and delivered of the same tenor and for the same number of shares as the one alleged to have been lost, stolen or destroyed.

#### Section 7.04. Regulations.

The Board may make such rules and regulations as it may deem expedient concerning the issue, transfer and registration of certificates for shares of stock of the Corporation. It may appoint one or more transfer agents and one or more registrars and may require all certificates of stock to bear the signature of either a transfer agent or a registrar or both.

#### Section 7.05. Record Dates.

The Board may fix a future date as the record date for the determination of shareholders entitled to notice of and to vote at any meeting of shareholders, to receive a dividend or other distribution, or to make a determination of shareholders for any other purpose. Except as otherwise provided by the Act, the record date may be not more than 70 days before the date on which the meeting is to be held, dividend or other distribution is to be paid, or other action requiring the determination of shareholders is to be taken. If the Board does not fix a record date, (i) shareholders entitled to notice of and to vote at a meeting of shareholders are those that are record holders at the close of business on the day before the first notice of the meeting is delivered to shareholders, and (ii) for any purpose other than a meeting of shareholders, the record date shall be the close of business on the day on which the Board adopts the resolution relating to the action. A determination of shareholders entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of the meeting, provided that the Board may fix a new record date for the adjourned meeting and must do so if the

meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

## ARTICLE VIII

### Miscellaneous

#### Section 8.01. Seal.

The Corporation shall have a corporate seal, which shall be in the form of a circle and shall bear the full name of the Corporation and the words and figures "Corporate Seal - District of Columbia -- 1971" or words and figures of similar import.

#### Section 8.02. Subject to Law.

All powers, duties and responsibilities provided for in these Bylaws, whether or not explicitly so qualified, are qualified by the provisions of all applicable laws.

## ARTICLE IX

### Indemnification and Insurance

#### Section 9.01. Indemnification.

(a) General: The Corporation shall indemnify and hold harmless its present and former Directors and Officers to the fullest extent permitted by law, subject to the provisions of this Section 9.01.

(b) Who may be indemnified: "Indemnitee" means any person who was, is, or is threatened to be made a defendant or respondent to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative and whether formal or informal (collectively, a "Proceeding"), because he or she is or was: (1) a Director or Officer; or (2) while a Director or Officer, serving at the written request of the Corporation as a director, officer, manager, partner, trustee, employee or agent of another entity or employee benefit plan. An audit or evaluation by the Corporation's Office of Inspector General is not a Proceeding within the meaning of this Section 9.01. A person who is a witness or a subject of an internal, non-criminal, administrative investigation or inquiry conducted by the Corporation or its Office of Inspector General or the U.S. Department of Transportation's Office of Inspector General shall not be entitled to indemnification or advancement of expenses under this Section 9.01 with respect to such investigation or inquiry.

(c) Standard of conduct: To be eligible for indemnification, the Indemnitee shall have acted (i) in the case of conduct in an official capacity, in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation; and (ii) in the case of conduct outside of official capacity, in good faith and in a manner he or she reasonably believed to be not opposed to the best interests of the Corporation. In addition, in the case of criminal proceedings, the Indemnitee must not have had

reasonable cause to believe that his or her conduct was unlawful. The termination of any Proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not by itself be determinative or create a presumption that the Indemnatee did not meet the standard of conduct set forth in this Section 9.01(c).

(d) Liabilities for which the Corporation will indemnify: Subject to the requirement of Section 9.01(c) and the other terms and conditions of this Section 9.01, the Corporation shall indemnify an Indemnatee for the following:

1. Expenses (including attorneys' fees), liabilities and other losses suffered such as judgments, decrees, fines, and penalties incurred by the Indemnatee in connection with a Proceeding, except that if the Proceeding was commenced by the Indemnatee, the Corporation shall be required to indemnify and to advance expenses only if the Proceeding was authorized by the Board. Notwithstanding the foregoing, the Corporation shall indemnify an Indemnatee for any expenses incurred in bringing a claim against the Corporation to enforce such Indemnatee's rights to indemnification or advancement under this Section 9.01 provided such claim is resolved (by an arbitrator's final written award, or by settlement with the Corporation) in favor of the Indemnatee.
2. Amounts to be paid in settlement of Proceedings, if approved in writing by the Chief Executive Officer or General Counsel in advance of settlement, such approval not to be unreasonably withheld.
3. The Corporation shall not be liable under this Section 9.01 to make any payment in connection with any claim made against an Indemnatee to the extent such Indemnatee has otherwise received payment (under any insurance policy procured under Section 9.02 or otherwise) of the amounts otherwise payable as indemnification or advancement of expenses hereunder for such claim.
4. If the Corporation indemnifies an Indemnatee, then the Corporation shall be subrogated to the extent of such payment to any right of recovery that Indemnatee may have, and that Indemnatee, as a condition of receiving indemnification from the Corporation, shall execute all documents and do all things that the Corporation may deem necessary or desirable to perfect such right of recovery (including, without limitation, the execution of such documents necessary to enable the Corporation effectively to enforce any such recovery).
5. Notwithstanding any provision in this Section 9.01 to the contrary, (A) nothing herein shall preclude any indemnification or advancement of expenses ordered by a court pursuant to Section 29-306.54 of the Act and (B) unless otherwise ordered

by a court of competent jurisdiction, the Corporation shall not indemnify an Indemnitee (i) in connection with a Proceeding brought by or in the right of the Corporation, except for expenses incurred in connection with such Proceeding if it is determined that the Indemnitee has met the standard of conduct set forth in Section 9.01(c), or (ii) with respect to conduct for which the Indemnitee was adjudged liable on the basis of receiving a financial benefit to which the Indemnitee was not entitled.

(e) Procedure: The determination whether an Indemnitee is entitled to indemnification shall be made either: (i) if there are two or more “Qualified Directors” (as such term is defined in the Act), by the Board by a majority vote of all the Qualified Directors, a majority of whom shall for such purpose constitute a quorum, or by a majority of the members of a committee of two or more Qualified Directors appointed by such a vote; or (ii) by special legal counsel selected (A) in the manner prescribed in clause (i) or (B) if there are fewer than two Qualified Directors, by the Board, in which selection Directors who are not Qualified Directors may participate; or (iii) by the shareholders, in each case in accordance with the Act.

(f) Advancement of expenses: The Corporation shall advance or reimburse the expenses of an Indemnitee actually and reasonably incurred in connection with a Proceeding before the final disposition of such Proceeding if such Indemnitee delivers to the Corporation (A) a written affirmation of the Indemnitee’s good faith belief that the relevant standard of conduct described in Section 9.01(c) has been met and (B) a written undertaking of the Indemnitee to repay any funds advanced if the Indemnitee is not entitled to mandatory indemnification under Section 29-306.52 of the Act and it is ultimately determined that the Indemnitee has not met the relevant standard of conduct described in Section 9.01(c) or is otherwise ineligible for indemnification under the Act.

(g) Employees: The Corporation shall indemnify, hold harmless and advance reasonable expenses to its employees acting within the scope of their duties to the Corporation pursuant to terms and conditions set forth in a policy contemplated by Section 9.01(k).

(h) Agents: The Corporation shall indemnify, hold harmless and advance reasonable expenses to its present and former agents designated in writing by the Chief Executive Officer, President or the General Counsel as entitled to indemnification and/or advancement of expenses. Any such indemnification or advancement of expenses shall be subject to terms and conditions set forth in a policy contemplated by Section 9.01(k).

(i) Non-exclusivity: The provisions of this Section 9.01 are adopted pursuant to Sections 29-306.50 - 29.306.59 of the Act, and are intended to provide indemnification and advancement rights to the full extent permitted by the Act, subject to the terms of this Bylaw. The rights this Bylaw confers on any Indemnitee are not exclusive of any other rights which the Indemnitee may have under law, the Articles of Incorporation, agreements, insurance, resolution of the Board or shareholders or otherwise. If the Indemnitee is entitled to indemnification under this Bylaw because of his or her serving at the request of the Corporation as a director, officer, manager,

partner, trustee, employee or agent of another business enterprise, the Corporation's obligation to indemnify as specified in this Bylaw shall be reduced by any amount the Indemnatee collects as indemnification or advancement of expenses from the other business enterprise.

(j) Survival: If any provision of this Section 9.01 is held by a Court to be unenforceable, the remainder of the provisions shall remain in effect, and the Corporation shall indemnify and advance expenses to each Indemnatee to the full extent permitted by any applicable portion of this Section 9.01 that shall not have been held to be unenforceable, or by other applicable law or contract. The rights conferred in this Section 9.01 shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such a person. Any repeal or modification of any provision of this Section 9.01 shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

(k) Implementation: The Chief Executive Officer shall promulgate any necessary or appropriate policy to implement this Section 9.01, including any rights to indemnification or advancement of expenses authorized by Section 9.01(g). The Board shall approve any such implementing policy.

#### Section 9.02. Liability Insurance.

The Corporation may purchase and maintain insurance on behalf of any person who is or was an incorporator, Director, Officer, manager, partner, trustee, employee or designated agent of the Corporation or its subsidiaries and affiliates or is or was serving at the request of the Corporation as a Director, Officer, manager, partner, trustee, employee or designated agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him or her or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her or advance expenses against such liability under the provisions of this Article or of the Act.

#### Section 9.03. Indemnification Agreements.

To the fullest extent permitted by the Act, the Corporation may enter into one or more indemnification agreements with any Director, Officer, employee or agent of the Corporation that provide for, among other things, indemnification and advancement of expenses on such terms as may be provided therein. Any such indemnification agreement with a Director or Officer shall be authorized by the Board, and all such indemnification agreements shall be executed on behalf of the Corporation by the Chief Executive Officer or the General Counsel.

## ARTICLE X

### Amendment of Bylaws

#### Section 10.01. Amendment of Bylaws.

These Bylaws may be amended by the vote of a majority of the Directors then in office who are eligible to vote at a meeting at which a quorum is present.